

BOARD OF DIRECTORS OF THE BRISTOL COUNTY WATER AUTHORITY

Minutes of the Annual Meeting

**Tuesday May 28, 2013
283 County Road, Barrington Town Hall, Barrington, RI**

Pursuant to proper notice, the Annual Meeting of the Board of Directors of the Bristol County Water Authority was called to order by Chairman Klepper on this date at 6:00 pm, 283 County Road, Barrington Town Hall, Barrington, Rhode Island.

Executive Director Pamela Marchand, Legal Counsel Joseph Keough, and the following Directors were in attendance at the commencement of the meeting:

Directors Present- Robert Allio, William Gosselin, John Jannitto, Allan Klepper, Bradford Louison, Georgina Macdonald, Raymond Palmieri and Frank Sylvia

Directors Absent – Paul Bishop

1. Presentation of Awards

2013 RI State Science Fair, BCWA Water Conservation Poster & Essay Contest

Chairman Allan Klepper thanked contest winners and families/friends for coming to the award presentation. The Chairman, along with Executive Director P. Marchand, presented the State Science Fair Awards and the Poster and Essay Contest Awards. The Chairman asked that the Science Fair winners give the audience a brief explanation of their projects.

2. Change of BCWA Legislation – By-Laws

Chairman Klepper stated that the General Assembly had passed a Bill which made changes to the BCWA Act. These changes were recommended by the three Town Councils.

The following motion was made by Director Gosselin, seconded by Director Jannitto

Motion: Change BCWA's By-Laws, where necessary, to be in compliance with the State law.

Director Palmieri asked that BCWA should review the Tri-Town Councils recommendations before a vote is taken.

Legal Counsel J. Keough stated that legislation controls the law, but BCWA can make changes to these laws as long as they do not conflict with the Statute.

Director Sylvia made the following motion, seconded by Director Jannitto

Motion: To move the motion.

Motion passed unanimously.

Chairman Klepper stated that BCWA must comply by changing BCWA's By-Laws to the new State Law.

Motion passed unanimously.

Director Macdonald questioned if BCWA had complied with changes that the Town Councils had requested. Chairman Klepper stated that BCWA was waiting for legislation before any changes could be made.

Director Macdonald made the following motion seconded by Director Gosselin

MOTION: Executive Director to report at the next meeting - General Counsel's suggestions on what BCWA needs to do in addition to the motion that was just passed, to respond to the Town Councils concerning changes to BCWA's By-Laws.

Motion passed unanimously.

3. Acceptance of Annual Report and FY13 Audit

Director Sylvia made the following motion seconded by Director Gosselin

MOTION: To accept the Annual Report, as submitted.

Director Allio stated this Annual Report was far superior than previous reports. He commended the Executive Director, Finance Manager and Staff.

Chairman Klepper stated that the report would be sent to the Town Councils and posted on BCWA's website.

Motion passed unanimously.

4. Nomination and Election of Officers

Chairman Klepper stated the change of the law states that six votes, from seven, are now needed for the Chair and Vice Chair.

Chairman Jannitto made the following motion, which was duly seconded

MOTION: Nominate Allan Klepper for Chairman of the Board.

Director Palmieri made the following motion, which was duly seconded

MOTION: Nominate Robert Allio for Chairman of the Board.

Director Allio made the following motion, which was duly seconded

MOTION: Nominate Raymond Palmieri for Chairman of the Board.

Director Sylvia made the following motion which was duly seconded

MOTION: To close nominations.

Motion passed unanimously.

First nomination - for Director Palmieri

Vote failed 1 - 1 – 5, voting Aye Director Allio, Abstaining Director Palmieri.

Second nomination - for Director Allio

Vote failed 3 – 5, Voting Aye Directors Allio, Palmieri and Macdonald.

Third nomination - for Chairman Klepper

Voted failed 5 – 3, Voting Aye Chairman Klepper, Directors Jannitto, Louison, Gosselin and Sylvia.

Director Jannitto made the following motion, which was duly seconded

MOTION: Hold voting on other positions till a Chairman is elected.

Motion passed unanimously.

5. Committees

Chairman Klepper stated there is currently a Finance Committee and newly created Compensation Committee. The Chairman appointed the following Directors to the Compensation Committee – Directors Bradford Louison, John Jannitto and Paul Bishop.

The Chairman stated that compensation for the Executive Director will be discussed next month.

Director Jannitto made the following motion, seconded by Director Macdonald

MOTION: To adjourn the Annual Meeting

Motion passed unanimously.

The meeting was adjourned at 6:35 pm.

Allan C. Klepper
Chairman